

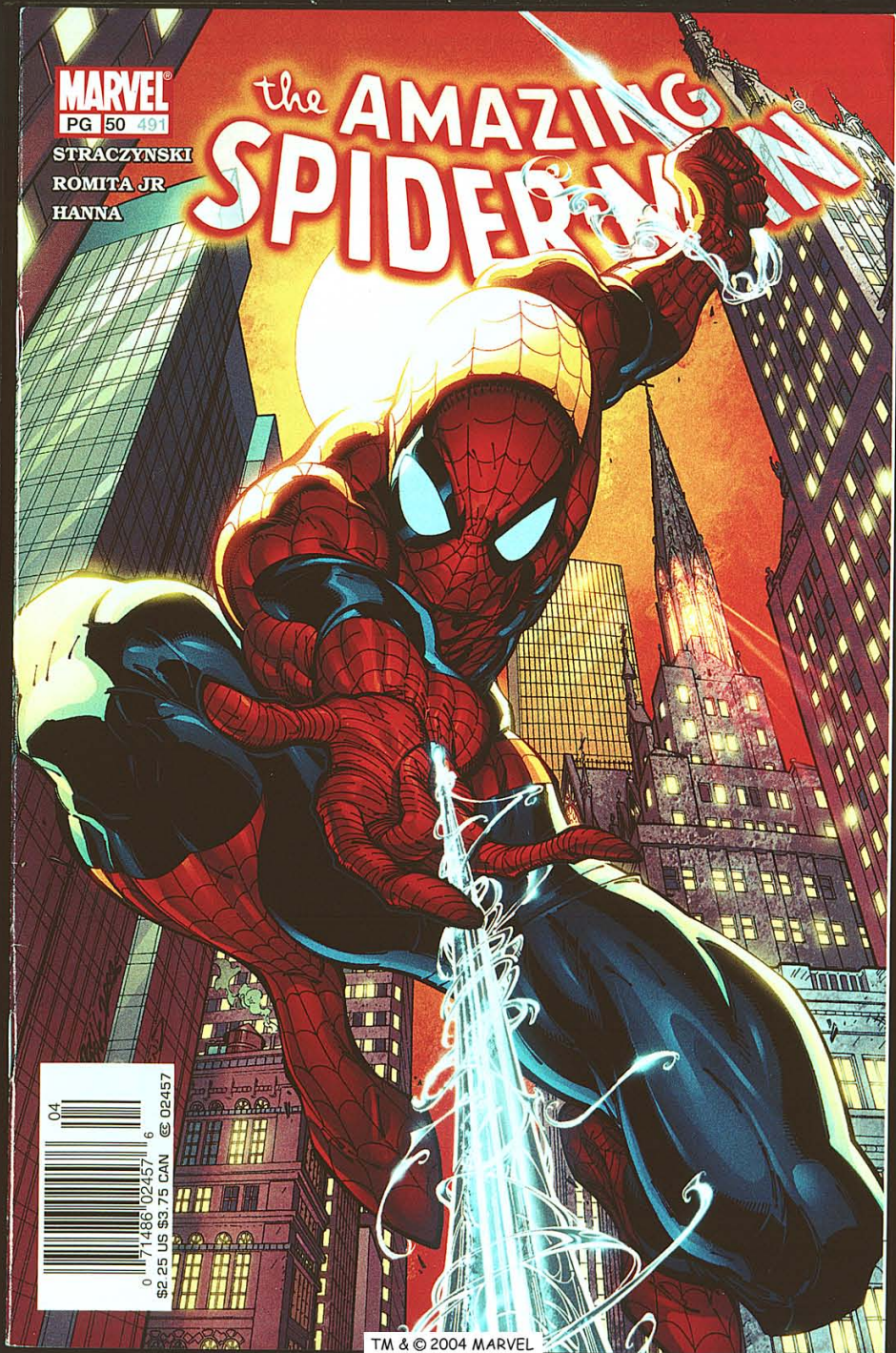
MARVEL
PG 50 491

STRACZYNSKI

ROMITA JR

HANNA

the AMAZING SPIDER-MAN



04
0 71486 02457 6
\$2.25 US \$3.75 CAN © 02457

SLAM

SLAM

CHEESE TASTE THAT'S IN YOUR FACE!

More 'Mmm in the middle.

Tiny Ritz crackers deliver a big cheese **CRUNCH!**

RITZ bits Sandwiches
Cheese

Made with REAL CHEESE!

© 2003 KF Holdings

I went to see you in Los Angeles --

I went to see you in New York --

I was gone.

So was I.

Typical Parker luck.

DOOMED AFFAIRS

J. MICHAEL STRACZYNSKI words
JOHN ROMITA jr pictures
SCOTT HANNA inks
DAN KEMP colors
RICHARD STARKINGS letters

WARREN SIMONS
JOHN MIESEGAES assistant editors
AXEL ALONSO editor
JOE QUESADA editor in chief
BILL JEMAS president
A STAN LEE presentation

AMAZING SPIDER-MAN (ISSN #0274-5232) Vol. 2, No. 50, April, 2003. Published monthly by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2003 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.75 in Canada (GST #R127032852). CANADIAN AGREEMENT #5626653. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00; Canada \$37.00; Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO AMAZING SPIDER-MAN, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (800) 217-9158. FAX # (845) 566-7020. subscriptions@marvel.com. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russel Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at rbrown@marvel.com or 212-516-8561.



I wanted to see you because I saw what you went through with that... thing, Shattrra —

I know, and I'm sorry she put you through that...when she said we'd been...involved... there was such pain in your voice —

I know. There shouldn't have been. But there was.



Which is exactly the problem, Peter. And the reason I was vulnerable.

When you live with somebody who has a double life, no matter how much you trust him, there's the thought of, "What else is he keeping to himself?"



That's the chink in my armor, Peter. That's how she got through. It was only a second, but it brought all the problems home to me.

At some level, we're all insecure. We all think, "Maybe the other person has gotten bored with me."



You think, maybe he's looking at other women, maybe my conversations don't interest him anymore, maybe —

Peter?

Peter, are you listening to me?



...oh, crap....



If you'll come this way, sir, we can get you to the —

This is most inconvenient. I had requested a private gate where I could meet with the delegation from Geneva on our way to the conference —

All I know is what I was told, some kind of problem with the gate.

Typical shoddy American workmanship. Such incompetence would not be permitted in the Latveria of —

--DOCTOR DOOM.

How do you do that?

Do what?

Speak in all capitals like that?

Silence, minion.

This accursed conference would not even be *necessary* if your country's industries were not spewing forth enough particulate matter to cause the planet to warm, melting your own Glacier Park, breaking off whole portions of the Arctic, and causing climate changes in my home country.



Problems that can only be addressed by working in concert with other countries. It is an affront to our dignity. Latveria works alone. Latveria needs no one else to form our destiny.



Yeah, it's just a hard-knock life with you, isn't it?



So that's Doctor Doom, I --

Well, yeah...I mean, Doctor Doom, walking right by --

My, something's wrong... my spider-sense is going nuts --

No... it's something else, it's --



Doom!



Free Latveria!

Feel the Power!

All-new features, with MINI-CON PowerLink!
All-new adventures!

Combine with Super Optimus Prime® figure (sold separately) for robot flight model!



Electronic lights and countdown sounds!

Comes with Comettor™ the MINI-CON™ moonbuggy!

Shuttle blaster converts to awesome weapon! Holds up to 6 MINI-CON figures!



Jetfire™ and Comettor™



TRANSFORMERS ARMADA



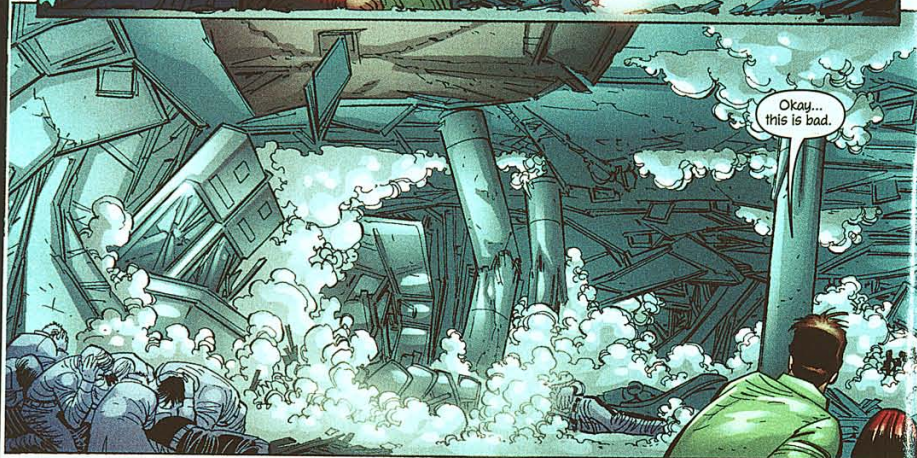
Manufactured under license from Takara Co., Ltd.
© 2002 Hasbro, Pawtucket, RI 02862 USA. All Rights Reserved.

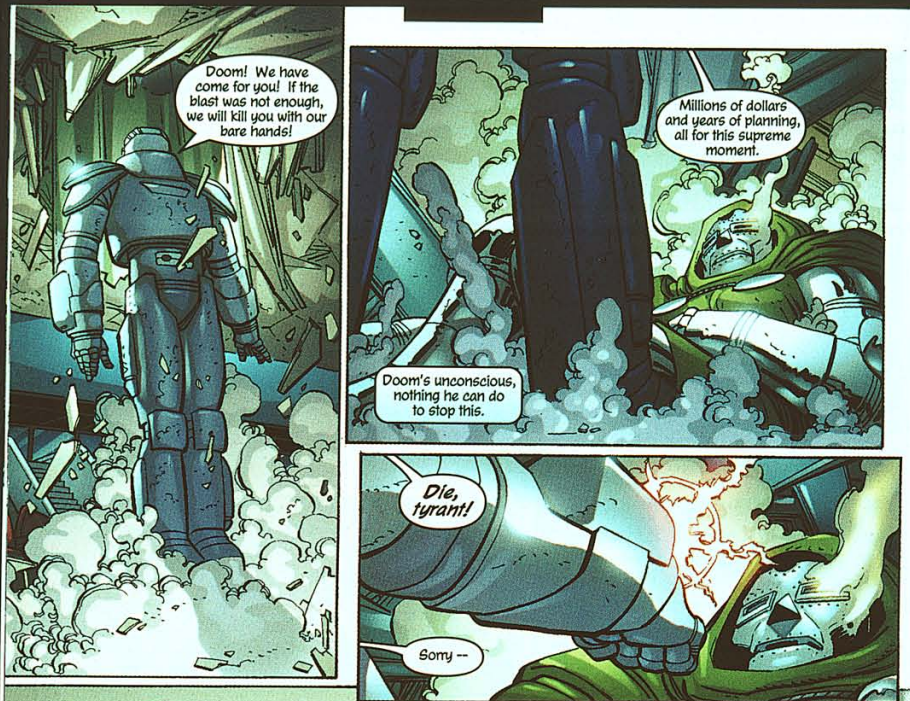
ROBOTS IN DISGUISE™



Are You Supercharged?







UNCOVER THE EXTRA VEHICLE YOU MUST.



Try you must to collect eight vehicles in four packs. Then, the mystery pieces you will have. Assemble the pieces and the mystery vehicle yours will be. Remember, with LEGO® Star Wars® MINI collection, size matters not.



STAR WARS



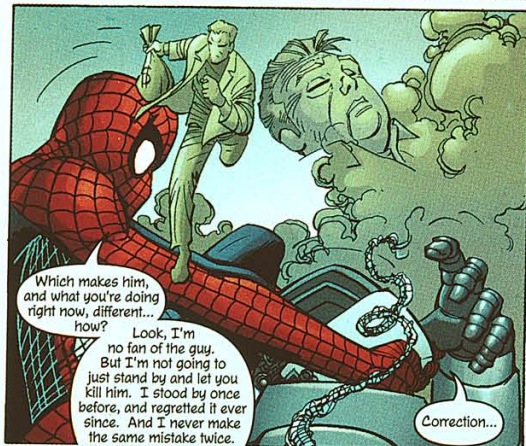
LEGO, the LEGO logo and PLAY ON are trademarks of the LEGO Group. © 2003 The LEGO Group. 4207901-03-INT www.LEGO.com/MarvelImages
© 2003 Lucasfilm Ltd. & TM. All rights reserved. Used under authorization www.starwars.com



You don't get justice like this. There are laws--



He ignores the laws! He does as he wishes to whoever he wishes!



Which makes him, and what you're doing right now, different... how?

Look, I'm no fan of the guy. But I'm not going to just stand by and let you kill him. I stood by once before, and regretted it ever since. And I never make the same mistake twice.

Correction...



...you will not *live* to make the same mistake twice!

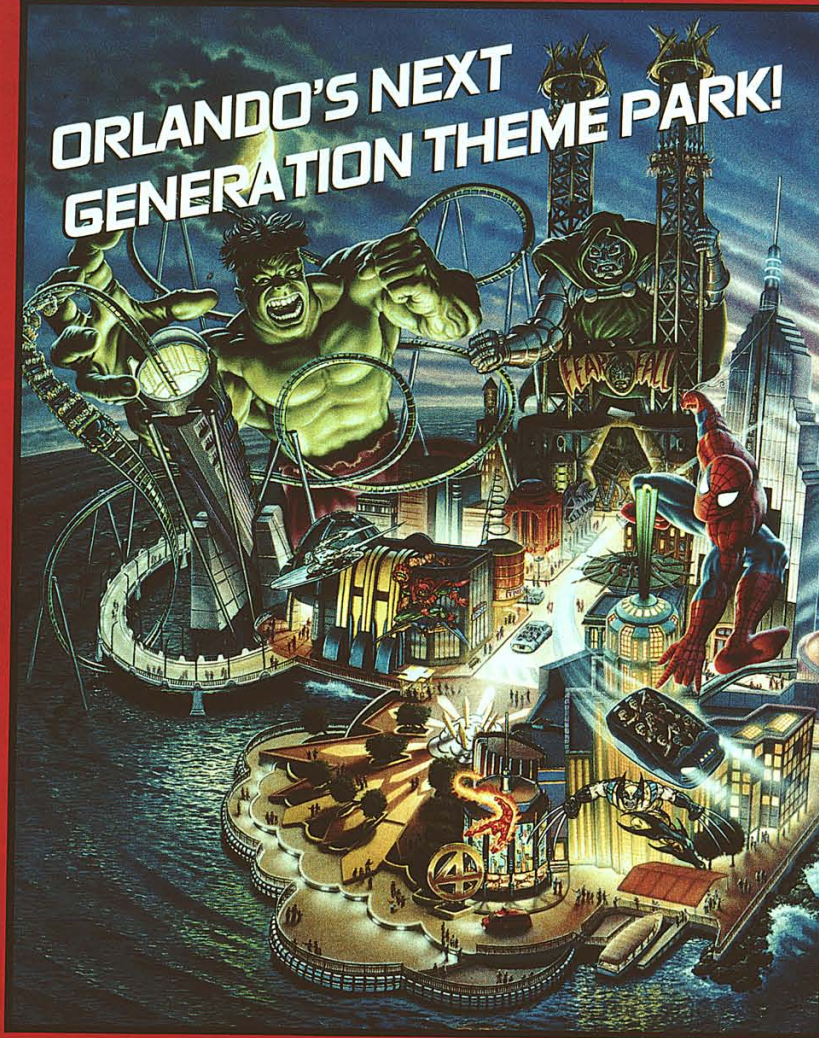


Cyber-enhanced grip...almost as strong as I am... have to get clear before --



No --

ORLANDO'S NEXT GENERATION THEME PARK!

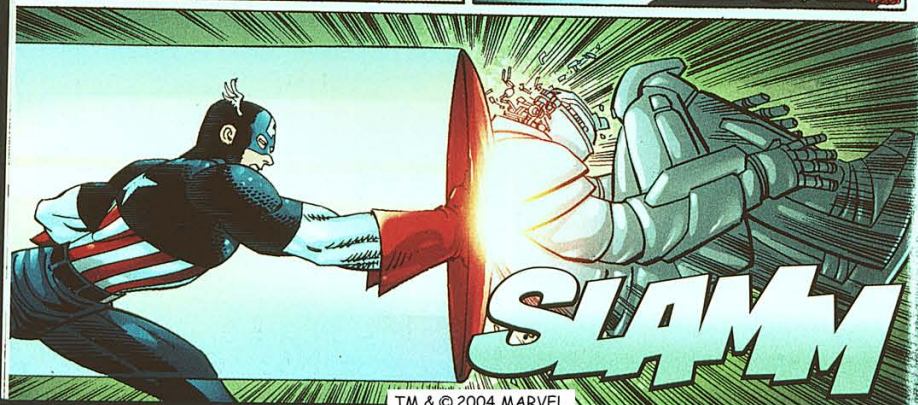


HOLD ON TIGHT AS THE INCREDIBLE HULK COASTER® TAKES YOU ON A GRAVITY DEFYING, HIGH-SPEED ROLLER COASTER RAMPAGE! BATTLE VILLAINS HIGH ABOVE THE STREETS AS YOU SWOOP AND SOAR IN 3-D IN THE AMAZING ADVENTURES OF SPIDER-MAN®! YOU'LL FIND ALL THIS AND MORE AT MARVEL SUPER HERO ISLAND®, JUST ONE OF FIVE REMARKABLE ISLANDS AT THE NEW UNIVERSAL'S ISLANDS OF ADVENTURE® THEME PARK!

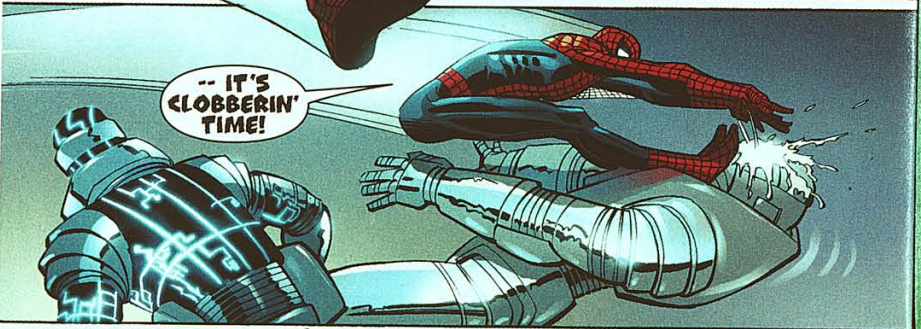
UNIVERSAL *Orlando* RESORT

FOR MORE INFORMATION CALL
1-800-407-4275
WWW.UNIVERSALORLANDO.COM

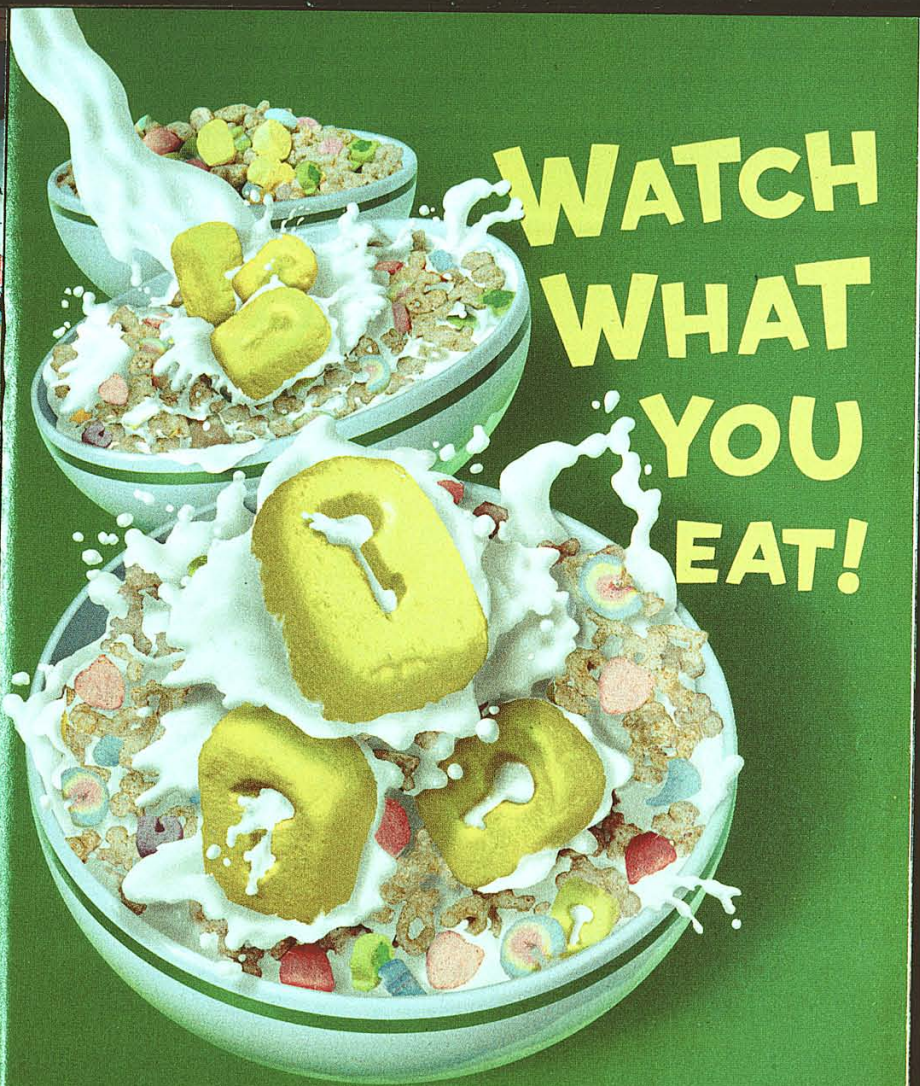
Marvel Super Hero character names & likenesses: TM & © 2003 Marvel. © 2003 Universal Studios. Universal elements and all related indicia TM & © 2003 Universal Studios. © 2003 Universal Orlando. All rights reserved.







TM & © 2004 MARVEL



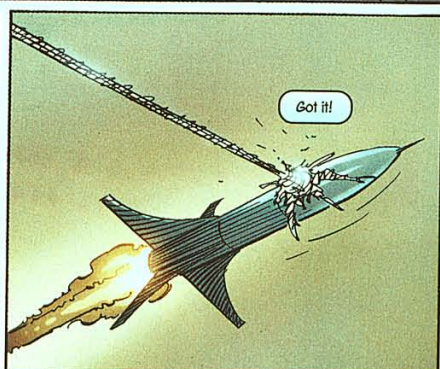
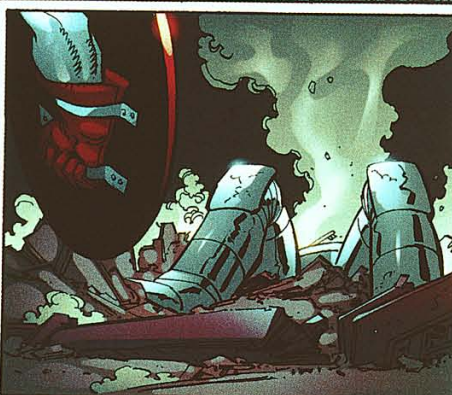
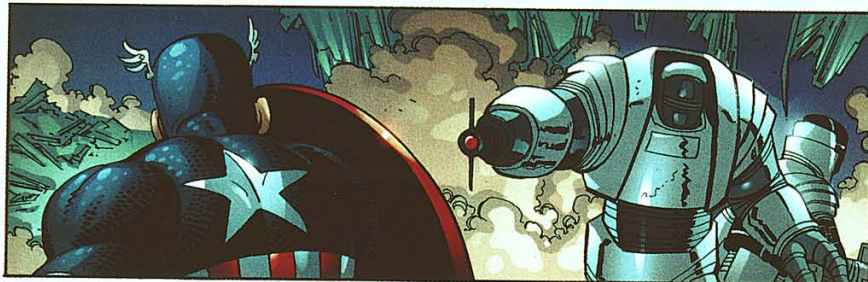
KEYS MAGICALLY APPEAR IN DOORS IN LUCKY'S NEW SPECIAL EDITION "HIDDEN KEY" MARSHMALLOWS!

Unlock more fun at www.youruleschool.com

© 2003 General Mills



TM & © 2004 MARVEL



TM & © 2004 MARVEL

SpongeBob Squarepants

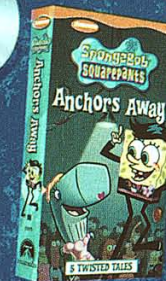
THAT BODY. THOSE HOLES. THOSE SQUARE PANTS!
3 NEW RELEASES FROM THE HIT SERIES
SPONGEBOB SQUAREPANTS ON VHS & DVD MARCH 4TH.



DVD
Contains A
Total Of 9 Episodes
Including A Double-
Length Episode.



DVD SPECIAL FEATURES
• Audio commentary
• The Sponge Who Could Fly
• The Sponge Who Could Fly storyboard
• SpongeBob's 7 Life Strategies



YOU CAN COLLECT ALL THESE SPONGEBOB VIDEOS AVAILABLE
TO OWN ON VHS & DVD MARCH 4TH

WWW.NICK.COM

WWW.PARAMOUNT.COM/HOMEENTERTAINMENT

NICKELODEON

Art, data, availability and DVD special features subject to change without notice. © 2003 Viacom International Inc. All Rights Reserved. NICKELODEON, NICK.COM, SPONGEBOB SQUAREPANTS and all related titles, logos and characters are trademarks of Viacom International Inc. Created by Stephen Hillenburg. TM, © & Copyright © 2003 by Paramount Pictures. All Rights Reserved.



DAREDEVIL

THE ALBUM



20 NEW SONGS

FEATURING

FUEL • NICKELBACK

THE CALLING • HOOBASTANK

DROWNING POOL FEAT. ROB ZOMBIE

MOBY • CHEVELLE • SALIVA

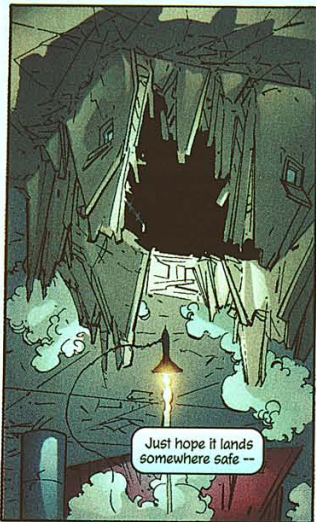
EVANESCENCE AND MORE

CD IN STORES NOW

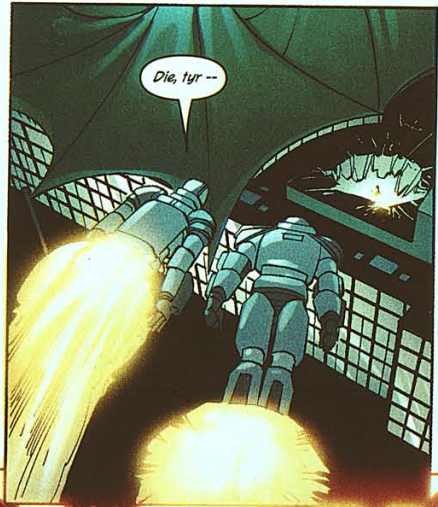


© 2003 Viacom International Inc. All Rights Reserved. NICKELODEON, NICK.COM, SPONGEBOB SQUAREPANTS and all related titles, logos and characters are trademarks of Viacom International Inc. Created by Stephen Hillenburg. TM, © & Copyright © 2003 by Paramount Pictures. All Rights Reserved.

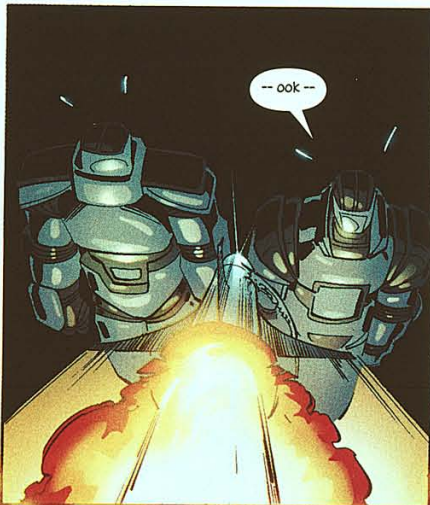
TM & © 2004 MARVEL



Just hope it lands
somewhere safe --

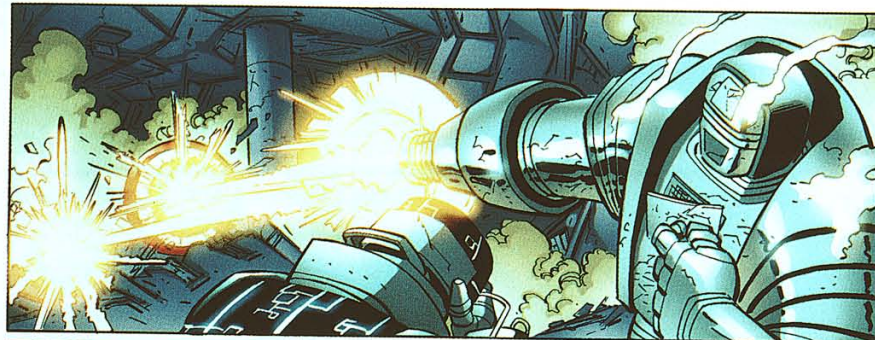


Die, tyr --



-- ook --

AAAAAAAAHHH!





I was so afraid you didn't need me anymore.

I do.
I love you, M.J.
I need you.
I'm nothing without you.
Come home.
Come home to me.



Okay... okay, Peter, I'll --



Did the ground just move?

It always does.



That's it... a little more... okay, you're clear.



Looks like everything's under control.

Mostly. We had one distraction while you were --

Doctor Doom is not a distraction.



He came to a few minutes ago.

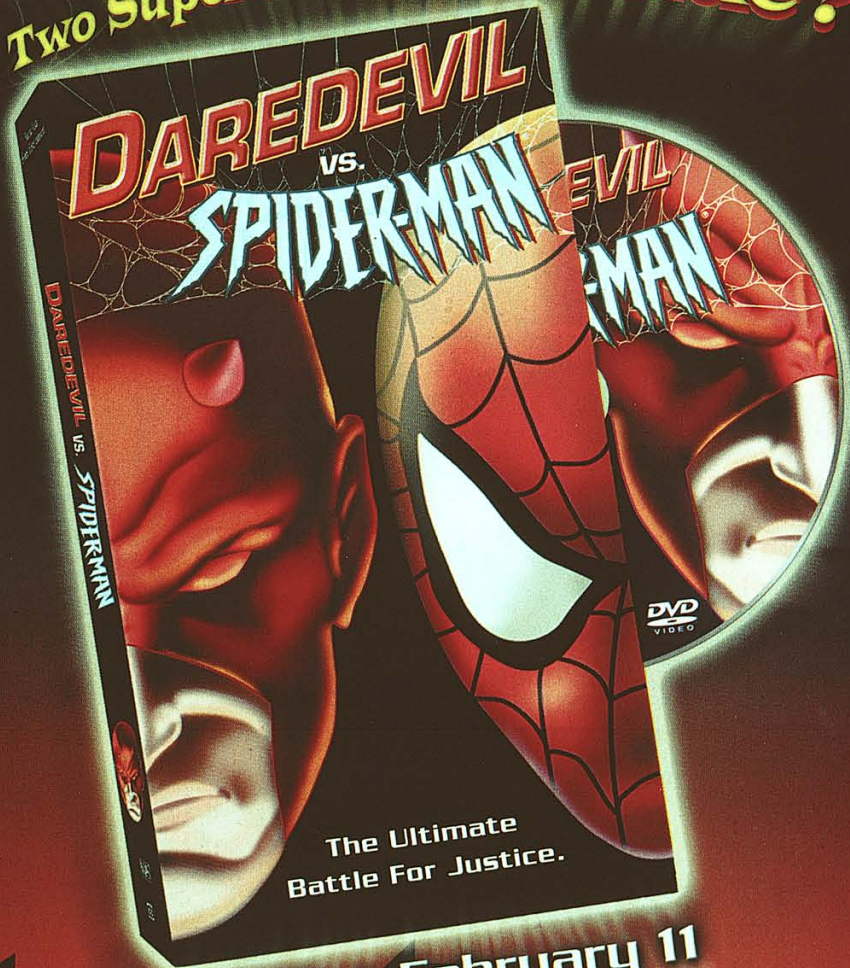
It is my understanding that you took it upon yourself to prevent harm from befalling me.

You mean did I save your sorry butt? Yeah. I did. I'm not happy about it, but I did it.



TM & © 2004 MARVEL

What Happens When Two Superheroes Collide?



Find Out February 11
Only On DVD & Video.

MARVEL

CC

MARVEL, SPIDER-MAN and all related characters and the distinctive likenesses thereof are trademarks of Marvel Characters, Inc. and are used with permission. TM & © 2004 Marvel Characters, Inc. All rights reserved. Distributed by Buena Vista Home Entertainment, Inc., Burbank, CA 91521. © Buena Vista Home Entertainment, Inc.

Buena Vista
Home Entertainment

TM & © 2004 MARVEL



WIZARD

So what do you do?

LET THE VOTING BEGIN!

The 10th Annual Wizard Fan Awards are here and it's time for you, the comics fans, to determine what's the best of the best in the comics world from the year 2002!

Each little box below represents a different category. Each category contains five nominees determined through a WizardWorld.com poll.

1) Vote for one and ONLY ONE entry in each category. Multiple votes in any category disqualify the whole ballot. Please don't make us toss your ballots because of a stupidity factor.

2) What if you don't like the nominees listed? Feel free to take matters into your own hands and write in your own choice in the "write-in" category!

3) You don't have to vote in every category if you don't wish, and you only get to vote ONCE! All multiple ballots will be disqualified. That means none of your votes count if you try to cheat! And believe us...we'll know if you cheat.

Winners will be announced at the Wizard World Chicago convention which takes place on August 8-10!

Ready? Then grab an implement of writing and GO!

FAVORITE WRITER

- ☐ Brian Michael Bendis (*Ultimate Spider-Man, Daredevil*)
- ☐ Jeph Loeb (*Batman, Spider-Man: Blue*)
- ☐ Mark Millar (*Ultimate X-Men, Ultimates*)
- ☐ Kevin Smith (*Green Arrow, Spider-Man/Black Cat*)
- ☐ J. Michael Straczynski (*Amazing Spider-Man, Rising Stars*)
- ☐ write-in

FAVORITE PENCILER

- ☐ John Cassaday (*Captain America*)
- ☐ Bryan Hitch (*Ultimates*)
- ☐ Adam Kubert (*Ultimate X-Men*)
- ☐ Jim Lee (*Batman*)
- ☐ Pat Lee (*Transformers*)
- ☐ write-in

FAVORITE BREAKOUT TALENT

- ☐ Chuck Austen (*Uncanny X-Men*)
- ☐ Bruce Jones (*Incredible Hulk*)
- ☐ Alex Maleev (*Daredevil*)
- ☐ Steve Niles (*30 Days of Night*)
- ☐ Brian Vaughan (*Y—The Last Man*)
- ☐ write-in

FAVORITE INKER

- ☐ Drew Geraci (*Sojourn*)
- ☐ Scott Hanna (*Amazing Spider-Man*)
- ☐ Danny Miki (*Ultimate X-Men*)
- ☐ Jimmy Palmiotti (*The Pro*)
- ☐ Art Thibert (*Ultimate Spider-Man*)
- ☐ write-in

FAVORITE PAINTER

- ☐ Kaare Andrews (*Incredible Hulk*)
- ☐ Greg Horn (*Elektra*)
- ☐ Dave Johnson (*100 Bullets*)
- ☐ David Mack (*Daredevil*)
- ☐ Alex Ross (*Battle of the Planets*)
- ☐ write-in

FAVORITE COLORIST

- ☐ Laura DePuy (*Ruse*)
- ☐ Hi-Fi Design (*New X-Men*)
- ☐ Matt Hollingsworth (*Daredevil*)
- ☐ Alex Sinclair (*Batman*)
- ☐ Peter Stiegerwald (*Fathom*)
- ☐ write-in

FAVORITE LETTERER

- ☐ Chris Eliopoulos (*Ultimate Spider-Man, Ultimates*)
- ☐ Dave Lanphear (*Ruse, Sojourn*)
- ☐ Ken Lopez (*JLA, JSA*)
- ☐ Bill Oakley (*League of Extraordinary Gentlemen Vol. 2*)
- ☐ Richard Starkings & Comcraft (*Batman, Uncanny X-Men*)
- ☐ write-in

FAVORITE EDITOR

- ☐ Axel Alonso (*Spider-Man books*)
- ☐ Tom Brevoort (*Avengers, Iron Man*)
- ☐ Scott Dunbier (*ABC books*)
- ☐ Renae Geerlings (*All Top Cow books*)
- ☐ Bob Schreck (*Batman books, Green Arrow*)
- ☐ write-in

FAVORITE HERO

- ☐ Batman (*Batman*)
- ☐ Captain America (*Captain America*)
- ☐ Green Arrow (*Green Arrow*)
- ☐ Hellboy (*Hellboy: The Third Wish*)
- ☐ Spider-Man (*Ultimate Spider-Man*)
- ☐ write-in

FAVORITE HEROINE

- ☐ Arwyn (*Sojourn*)
- ☐ Batgirl (*Batgirl*)
- ☐ Elektra (*Elektra*)
- ☐ Emma Frost (*New X-Men*)
- ☐ Witchblade (*Witchblade*)
- ☐ write-in

FAVORITE VILLAIN

- ☐ Al-Tariq (*Captain America*)
- ☐ Cassandra Nova (*New X-Men*)
- ☐ Cobra Commander (*G.I. Joe*)
- ☐ Green Goblin (*Ultimate Spider-Man*)
- ☐ Lex Luthor (*Batman, Detective Comics*)
- ☐ write-in

FAVORITE SUPPORTING CHARACTER

- ☐ Deena Pilgrim (*Powers*)
- ☐ Doop (*X-Statix*)
- ☐ Mary Jane Watson (*Ultimate Spider-Man*)
- ☐ Sasha Boudreaux (*Detective Comics*)
- ☐ Skink (*Scion*)
- ☐ write-in

FAVORITE ONGOING SERIES

- ☐ Batman
- ☐ Daredevil
- ☐ Transformers
- ☐ Ultimate Spider-Man
- ☐ Ultimates
- ☐ write-in

FAVORITE MINI-SERIES

- ☐ 30 Days of Night
- ☐ League of Extraordinary Gentlemen Vol. 2
- ☐ Spider-Man/Black Cat
- ☐ Spider-Man: Blue
- ☐ Wolverine: Netsuke
- ☐ write-in

FAVORITE ONE-SHOT

- ☐ Hulk: The End
- ☐ Human Target: Final Cut
- ☐ The Pro
- ☐ Catwoman: Selina's Big Score
- ☐ Wonder Woman: Hikeleia
- ☐ write-in

FAVORITE PUBLISHER

- ☐ CrossGen Comics
- ☐ Dark Horse Comics
- ☐ DC Comics
- ☐ Marvel Comics
- ☐ Top Cow Productions
- ☐ write-in

FAVORITE COMIC MERCHANDISE

- ☐ Giant Spider-Man bust (Dynamic Forces)
- ☐ HeroClix: Marvel Clobberin' Time (WizKids)
- ☐ Marvel Legends action figures (Toy Biz)
- ☐ Chromium Silver Surfer Bust (Bowen Designs)
- ☐ Snake-Eyes & Storm Shadow busts (Palisades Marketing)
- ☐ write-in

FAVORITE COMIC TV OR MOVIE PROJECT

- ☐ "Blade II"
- ☐ "Justice League"
- ☐ "Smallville"
- ☐ "Spider-Man"
- ☐ "X-Men: Evolution"
- ☐ write-in

COMICS' GREATEST MOMENT—2002

- ☐ Batman kisses Catwoman (*Batman* #610)
- ☐ Ultimate Cap drops the Hulk (*Ultimates* #5)
- ☐ Cap kills Al-Tariq (*Captain America* #3)
- ☐ Daredevil's identity revealed to the world (*Daredevil* #32)
- ☐ Ra's Al-Ghul seen as the President of the future (*Legion* #4)
- ☐ write-in

WIZARD

STEP ON IT!
Deadline is
March 1, 2003!

Mail Ballot to:
WIZARD Fan Awards
c/o Wizard Entertainment
P.O. Box 118, Congers, NY 10920-0118



ጥዕና



TRY TO FIND THE

SPYTRIPS

TAKE A CLOSE LOOK:

THE FIGURE ON THE FAR LEFT ISN'T A G.I. JOE® TEAM MEMBER AFTER ALL! HE'S COBRA® BURN OUT™ IN A G.I. JOE SWAT UNIFORM! UNCOVER SPY TROOPS™ LIKE HIM WHEREVER G.I. JOE FIGURES ARE SOLD!



THE SPIES ARE EVERYWHERE.
FIND THE Q.I. JOE SPY HIDING AMONG THE
COBRA FIGURES ABOVE! THEN LOG ON TO
WWW.QJOE.COM/SPYTROOPS TO SEE IF YOU'RE
RIGHT. WITH **SPY TROOPS**, YOU NEVER KNOW
WHO'S YOUR FRIEND - AND WHO'S YOUR FOE!